

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
NEW ALBANY DIVISION

IN RE:)	Chapter 11
)	
EASTERN LIVESTOCK CO., LLC,)	Case No. 10-93904-BHL-11
)	
Debtor.)	Hon. Basil H. Lorch III

**EIGHTH INTERIM APPLICATION OF FAEGRE BAKER DANIELS LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES
AS COUNSEL FOR JAMES A. KNAUER, CHAPTER 11 TRUSTEE**

Faegre Baker Daniels LLP (“FBD”) hereby makes its eighth interim application (“Eighth Application”) for the allowance and payment of its attorneys’ fees as counsel for James A. Knauer, the chapter 11 trustee appointed in this case (the “Trustee”) and for reimbursement of out-of-pocket expenses advanced on behalf of the Trustee for the period October 1, 2014 through August 31, 2015.

This is an interim fee request application. Any award of fees and costs of this Eighth Application by the Court is without prejudice to the rights of any party in interest to object to the final award of the fees and costs requested herein or to maintain any prior objection to previous interim awards of fees and costs to FBD. Any order approving this Eighth Application shall state that the interim award is without prejudice to the rights of any party in interest to object to a final fees and costs award whether an objection to an interim application was filed or not filed.

In support of this Eighth Application, FBD states as follows:

1. Petitioning creditors commenced the above-captioned chapter 11 case (“Chapter 11 Case”) against Debtor on December 6, 2010 (“Petition Date”) by filing an involuntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C.

§§ 101 et seq. (“Bankruptcy Code”). This Court entered its *Order For Relief In An Involuntary Case And Order To Complete Filing* [Docket #110] on December 28, 2010.

2. On December 27, 2010, the Court entered its *Order Approving The Appointment Of James A. Knauer As Chapter 11 Trustee* [Docket #102] (“Trustee Order”), approving the United States Trustee’s *Notice Of Appointment And Application for Order Approving Appointment of Trustee* [Docket #98] pursuant to 11 U.S.C. § 1104.

3. This Court, by order dated February 1, 2011 [Docket #248], approved the Trustee’s retention of FBD as the Trustee’s counsel.

4. This Eighth Application is the eighth interim application filed by FBD and seeks compensation and reimbursement of out-of-pocket expenses advanced by counsel for the Trustee for the period October 1, 2014 through and including August 31, 2015 (the “Eighth Period”).

5. In the course of its representation of the Trustee during the Eighth Period, FBD has performed a variety of services, all of which are described in detail in the billing statements attached as Exhibit A. The services performed by FBD for and on behalf of the Trustee during the Eighth Period include, but are not limited to the following categories:

- a. Asset Disposition [B002]. FBD assisted the Trustee with continued strategy and analysis of assets that were seized under forfeiture laws and the potential settlement of claims related to the seizure.
- b. Case Administration [B004]. This category consists primarily of work discharged by paralegals, and includes the accumulation, organization, retention and distribution of information for reporting purposes, the preparation of pleadings and notices, preparation for hearings, as well as for parties in interest, assembly of, filing, and maintenance of files concerning the pleadings filed in the case, review and calendaring of orders and notices, and communications with the Court regarding the entry and distribution of same. At times this category also includes work discharged by attorneys interacting with the Court and the Clerk’s office

to ensure that matters are handled efficiently and within the applicable rules.

- c. Claims Administration And Objections [B005]. FBD assisted and advised the Trustee with respect to the status of distribution/claims from seized funds.
- d. Fee/Employment Applications [B007]. FBD assisted the Trustee with the preparation of fee applications and responded to inquiries to same.
- e. Litigation [B010]. FBD assisted the Trustee with matters relating to various interpleader actions, adversary proceedings, drafting and review of discovery, settlements made and collection of outstanding accounts, including legal research of jurisdictional issues, fact gathering and strategy discussions, including seeking summary judgments where appropriate.
- f. Plan and Disclosure Statement [B012]. FBD assisted the Trustee in post-plan confirmation issues, including analyzing collection estimates, distribution and revised initial estimates based on settlements, collections, claim waivers and status of litigation.

6. FBD reviewed its detailed summary of time and has attempted to eliminate double billing for conference time between FBD's timekeepers, except where the participation of the timekeepers with different expertise benefits the estate by addressing multiple issues involved in a single matter. The designation of "NC" or "\$0.00" after a description of services means that no time has been charged for those services. Where possible and efficient, FBD encourages the use of lesser billing rate attorneys to perform labor intensive tasks, with oversight and review by more experienced attorneys.

7. Exhibit A provides the detail of the time and hourly billing rate for each attorney, law clerk or paralegal of FBD who has performed services in this case during the Eighth Period.

8. A summary of the fees requested by FBD for each attorney, law clerk or paralegal and the number of hours worked for each individual, the billing rate requested and the total fees claimed is set forth below, segregated into separate matters for accounting and billing

purposes:

MATTER 1: (“Eastern Livestock Co., LLC Matter”)

Timekeeper	Hours	Period	Bill Rate	Value
J. Jaffe	0.3	Jan 2015	\$580.00	\$174.00
K.M. Toner	2.6	Mar 2015	\$550.00	\$1,430.00
	0.4	Aug 2015		220.00
T.E. Hall	18.2	Oct 2014	\$435.00	\$7,917.00
	18.5	Nov 2014		8,047.50
	11.0	Dec 2014		4,785.00
	9.7	Jan 2015	460.00	4,462.00
	1.1	Feb 2015		506.00
	8.0	Mar 2015		3,680.00
	2.6	Apr 2015		1,196.00
	16.5	Aug 2015		7,590.00
S.M. Eikenberry	0.3	Jan 2015	\$415.00	\$124.50
D.R. DeNeal	3.1	Oct 2014	\$360.00	\$1,116.00
	0.2	Dec 2014		72.00
	4.6	Jan 2015	405.00	1,863.00
	0.8	Feb 2015		324.00
	2.9	Mar 2015		1,174.50
	0.8	Apr 2015		324.00
M.B. Moss	0.7	Nov 2014	\$295.00	\$206.50
P.S. d’Albertis	0.4	Mar 2015	\$275.00	\$110.00
S.B. Herendeen	9.3	Oct 2014	\$245.00	\$2,278.50
	20.4	Nov 2014		4,998.00
	17.7	Dec 2014		4,336.50
	7.6	Jan 2015	255.00	1,938.00
	11.5	Feb 2015		2,932.50
	10.3	Mar 2015		2,626.50
	3.2	Apr 2015		816.00
	31.3	Aug 2015		7,981.50
J.M. Johns	1.2	Nov 2014	\$220.00	\$264.00
TOTAL	215.2			\$73,493.50

MATTER 3: (“Litigation Matter”)

Timekeeper	Hours	Period	Bill Rate¹	Value
J. Jaffe	0.4	Oct 2014	\$580.00	\$232.00
	5.1	Jan 2015		2,958.00
	4.0	Apr 2015		2,320.00
B.D. Taylor	0.4	Jan 2015	\$550.00	\$220.00
K.M. Toner	25.8	Oct 2014	\$510.00	\$13,158.00
	26.7	Nov 2014		13,617.00
	22.3	Jan 2015	533.31	11,893.00
	55.4	Apr 2015	550.00	30,470.00
	48.2	Aug 2015		26,510.00
W.W. Ponader	2.6	Oct 2014	\$460.00	\$1,196.00
	5.4	Nov 2014		2,484.00
	3.2	Jan 2015	473.75	1,516.00
	0.4	Apr 2015	480.00	192.00
	1.0	Aug 2015		480.00
T.E. Hall	2.7	Apr 2015	\$460.00	\$1,242.00
S.G. O’Neill	9.3	Oct 2014	\$400.00	\$3,720.00
	7.8	Nov 2014		3,120.00
	11.0	Jan 2015	406.13	4,467.50
	14.0	Apr 2015	425.00	5,950.00
	56.4	Aug 2015		23,970.00
H.A. Mappes	28.0	Oct 2014	\$395.00	\$11,060.00
	53.4	Nov 2014		21,093.00
	15.6	Jan 2015	418.07	6,522.00
	140.1	Apr 2015	440.00	61,644.00
	14.0	Aug 2015		6,160.00
S.M. Eikenberry	13.8	Oct 2014	\$390.00	\$5,382.00
	15.4	Nov 2014		6,006.00
	12.1	Jan 2015	396.19	4,794.00
	6.7	Apr 2015	415.00	2,780.50
	8.3	Aug 2015		3,444.50
D.R. DeNeal	29.4	Oct 2014	\$332.44	\$9,774.00
	26.1	Nov 2014	360.00	9,396.00
	61.7	Jan 2015	385.74	23,800.50
	40.3	Apr 2015	405.00	16,321.50
	7.7	Aug 2015		3,118.50
K.D. Britton	2.4	Oct 2014	\$300.00	\$720.00
	6.6	Nov 2014		1,980.00
	1.6	Jan 2015		480.00
	0.8	Apr 2015	345.00	276.00
M.B. Moss	1.4	Jan 2015	\$325.00	\$455.00

¹ The rates for most timekeepers changed as of January 1, 2015. The rates shown for the period October 1, 2014 through and including August 31, 2015 therefore reflect a blended rate.

Timekeeper	Hours	Period	Bill Rate1	Value
	0.5	Apr 2015		162.50
	2.0	Aug 2015		650.00
J.L. Ferber	4.6	Apr 2015	\$270.00	\$1,242.00
S.B. Herendeen	4.7	Apr 2015	\$255.00	\$1,198.50
	1.2	Aug 2015		306.00
D.L. Rohan	0.3	Nov 2014	\$230.00	\$69.00
S.E. Sharp	0.4	Oct 2014	\$225.00	\$90.00
	5.3	Jan 2015	260.00	1,378.00
	0.3	Aug 2015		78.00
TOTAL		806.8		\$350,097.00

9. FBD advanced the sum of \$6,146.01 (\$1,794.31 for the Eastern Livestock Co., LLC Matter and \$4,351.70 for the Litigation Matter) during the Eighth Period for out-of-pocket expenses incurred in connection with this case on behalf of the Trustee. A summary of the out-of-pocket expenses incurred by FBD is set forth in Exhibit A.

10. FBD established certain task codes that cause related time to be grouped together to facilitate the review of the firm's requested fees by the Court, the United States Trustee, and creditors. Set forth below is a summary of the aggregate billings under the established task codes during the Eighth Period.

MATTER 1: Eastern Livestock Co., LLC Matter

Task Code	Task Code Description	Hours		Value
B002	Asset Disposition	Oct 2014	1.5	\$652.50
		Jan 2015	2.5	1,150.00
		Apr 2015	0.4	184.00
B004	Case Administration	Oct 2014	13.7	\$4,192.50
		Nov 2014	20.2	6,279.00
		Dec 2014	21.3	5,902.50
		Jan 2015	15.7	5,397.50
		Feb 2015	11.5	2,932.50
		Mar 2015	15.3	5,086.50
		Apr 2015	4.8	1,552.00
		Aug 2015	40.6	12,362.00

B005	Claims Administration and Objections	Oct 2014	6.0	\$2,407.50
		Dec 2014	0.4	174.00
		Jan 2015	1.7	782.00
		Feb 2015	0.8	324.00
		Mar 2015	2.9	1,174.50
		Apr 2015	0.8	324.00
B006	Employee Benefit/Pensions	Dec 2014	0.2	\$72.00
B007	Fee/Employment Applications	Oct 2014	2.4	\$1,014.00
		Nov 2014	12.0	3,852.00
		Dec 2014	2.2	957.00
		Aug 2015	4.2	1,829.50
B010	Litigation	Oct 2014	7.0	\$3,045.00
		Nov 2014	8.6	3,385.00
		Dec 2014	4.8	2,088.00
		Jan 2015	2.6	1,232.00
		Feb 2015	1.1	506.00
		Mar 2015	5.1	2,346.00
		Apr 2015	0.6	276.00
		Aug 2015	1.4	680.00
B012	Plan and Disclosure Statement	Mar 2015	0.9	\$414.00
		Aug 2015	2.0	920.00
TOTAL			215.2	\$73,493.50

MATTER 3: Litigation Matter

Task Code	Task Code Description	Hours		Value
B001	Asset Analysis and Recovery	Nov 2014	0.3	\$69.00
B002	Asset Disposition	Apr 2015	0.9	\$414.00
B003	Business Operations	Jan 2015	0.2	\$92.00
B004	Case Administration	Nov 2014	1.0	\$460.00
		Jan 2015	3.0	1,424.00
		Apr 2015	5.1	1,430.50
		Aug 2015	1.2	306.00
B007	Fee/Employment Applications	Apr 2015	1.3	\$598.00
		Aug 2015	0.1	55.00
B009	Financing	Oct 2014	0.3	\$153.00
		Jan 2015	0.5	202.50
		Apr 2015	1.7	833.50
		Aug 2015	2.0	650.00
B010	Litigation	Oct 2014	107.3	\$44,369.00
		Nov 2014	140.4	57,236.00
		Jan 2015	136.0	56,765.50
		Apr 2015	265.2	120,523.00
		Aug 2015	135.7	63,664.50
B013	Relief from Stay Proceedings	Aug 2015	0.1	\$41.50

B022	Travel	Oct 2014	4.5	\$810.00
TOTAL			806.8	\$350,097.00

11. Pursuant to the *Order Granting First Interim Application Of Baker & Daniels LLP For Compensation And Reimbursement Of Expenses As Counsel For James A. Knauer, Chapter 11 Trustee* [Docket #577] (“First Interim Compensation Order”), the Court approved FBD’s fees and expenses incurred for the period December 27, 2010 through and including April 30, 2011 in the amounts of \$634,614.50 and \$25,851.82, respectively. FBD was paid \$660,166.32 on account of the fees and expenses approved by the First Interim Compensation Order, leaving a balance due of \$299.98.

12. Pursuant to the *Order Granting Second Interim Application Of Baker & Daniels LLP For Compensation And Reimbursement Of Expenses As Counsel For James A. Knauer, Chapter 11 Trustee* [Docket #917] (“Second Interim Compensation Order”), the Court approved FBD’s fees and expenses incurred for the period May 1, 2011 through and including August 31, 2011 in the amounts of \$599,975.00 and \$21,383.32, respectively. FBD was paid \$621,358.32 on account of the fees and expenses approved by the Second Interim Compensation Order.

13. Pursuant to the *Order Granting Amended Third Interim Application Of Faegre Baker & Daniels LLP For Compensation And Reimbursement Of Expenses As Counsel For James A. Knauer, Chapter 11 Trustee* [Docket #1666] (“Third Interim Compensation Order”), the Court approved FBD’s fees and expenses incurred for the period September 1, 2011 through and including September 30, 2012 in the amounts of \$2,592,916.50 and \$64,997.52 plus \$299.98 outstanding from prior periods. FBD was paid \$2,139,625.70 on account of the fees and

expenses approved by the Third Interim Compensation Order, leaving a balance due of \$521,588.30.

14. Pursuant to the *Order Granting Fourth Interim Application Of Faegre Baker & Daniels LLP For Compensation And Reimbursement Of Expenses As Counsel For James A. Knauer, Chapter 11 Trustee* [Docket #2343] (“Fourth Interim Compensation Order”), the Court approved FBD’s fees and expenses incurred for the period October 1, 2012 through and including March 31, 2013 in the amounts of \$1,271,982.00 and \$9,523.18. Beginning with the Fourth Interim Compensation Order, FBD accepted Fifth Third Bank’s request to limit payment on allowed interim compensation of fees to 80% and allowed interim payment of expenses of 100% (“Holdback Agreement”). Pursuant to the Holdback Agreement, payment to FBD under the Fourth Interim Compensation Order was \$1,017,585.60 for fees and \$9,523.18 for expenses. FBD received a further payment of \$1,121,789.90, leaving a balance outstanding of \$426,911.88 plus \$254,396.40 in holdback from the Fourth Application.

15. Pursuant to the *Order Granting Fifth Interim Application Of Faegre Baker & Daniels LLP For Compensation And Reimbursement Of Expenses As Counsel For James A. Knauer, Chapter 11 Trustee* [Docket #2452] (“Fifth Interim Compensation Order”), the Court approved FBD’s fees and expenses incurred for the period April 1, 2013 through and including August 31, 2013 in the amounts of \$817,318.50 and \$13,246.00. Pursuant to the Holdback Agreement, payment to FBD under the Fifth Interim Compensation Order was \$653,854.80 for fees and \$13,246.00 for expenses. On December 31, 2013, FBD received a payment of \$872,802.32, leaving a balance outstanding of \$221,121.36 plus \$163,463.70 in holdback from the Fifth Application plus \$254,396.40 in holdback from the Fourth Application.

16. Pursuant to the *Order Granting Sixth Interim Application Of Faegre Baker & Daniels LLP For Compensation And Reimbursement Of Expenses As Counsel For James A. Knauer, Chapter 11 Trustee* [Docket #2634] (“Sixth Interim Compensation Order”), the Court approved FBD’s fees and expenses incurred for the period September 1, 2013 through and including May 31, 2014 in the amounts of \$1,287,951.06 and \$33,353.17. Pursuant to the Holdback Agreement, payment to FBD under the Sixth Interim Compensation Order was authorized to be paid \$1,030,360.85 for fees and \$33,353.17 for expenses. On August 27, 2014, FBD received a payment of \$1,281,914.60, which amount included monies authorized to be paid in prior applications but not yet paid and not subject to the Holdback Agreement.

17. Pursuant to the *Order Granting Seventh Interim Application Of Faegre Baker & Daniels LLP For Compensation And Reimbursement Of Expenses As Counsel For James A. Knauer, Chapter 11 Trustee* [Docket #2688] (“Seventh Interim Compensation Order”), the Court approved FBD’s fees and expenses incurred for the period June 1, 2014 through and including September 30, 2014 in the amounts of \$228,688.50 and \$5,585.06. Pursuant to the Holdback Agreement, payment to FBD under the Seventh Interim Compensation Order was authorized to be paid \$182,950.80 for fees and \$5,585.06 for expenses. On December 30, 2014, FBD received a payment of \$188,535.86.

18. FBD is requesting interim approval of compensation of \$423,590.50 and reimbursement of \$6,146.01 for services rendered and expenses incurred during the Eighth Period. Pursuant to the Holdback Agreement, FBD is requesting payment approval of \$338,872.40 in fees and \$6,146.01 in expenses.

19. No agreement or understanding exists between FBD and any other person or entity for the sharing of compensation received for services rendered in connection with this case.

20. All services rendered and all expenses incurred for which compensation or reimbursement is sought have been rendered or incurred exclusively on behalf of the Trustee and represent necessary and proper legal assistance in the administration of this chapter 11 case.

WHEREFORE, FBD requests that the Court (i) approve on an interim basis compensation for services performed during the Eighth Period by allowing attorneys' fees in the amount of \$423,590.50 and reimbursement for out-of-pocket expenses incurred during the Eighth Period in the amount of \$6,146.01, (ii) approve 80% of the attorneys' fees in the amount of \$338,872.40 and 100% of expenses in the amount of \$6,146.01, these amounts to be paid from the Trustee's operating account, and (iii) grant FBD all other just and proper relief.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on October 19, 2015, a copy of the foregoing pleading was filed electronically. Notice of this filing will be sent to the following parties through the Court's Electronic Case Filing System. Parties may access this filing through the Court's system.

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I further certify that on October 19, 2015, a copy of the foregoing pleading was served via electronic mail transmission on the following:

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